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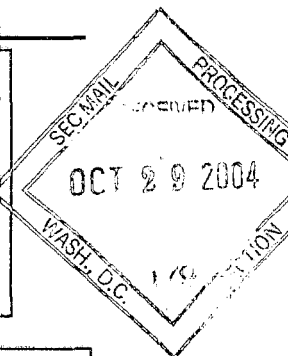
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



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ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden hours per response... 1

FORM D

**NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

1307559

PROCESSED
NOV 02 2004
THOMSON
FINANCIAL

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer Global Net systems, Inc.

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Address of Executive Offices (Number and Street, City, State, Zip Code) 3201 PCH, B400
Telephone Number (Including Area Code) ph. 310-491-3445 Hermosa Beach, Ca 90254

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
Telephone Number (Including Area Code) 3201 Pacific Coast Highway, B400
(if different from Executive Offices) Hermosa BEACH, Ca. 90254
Ph, 310-491-3445, fax 310-491-3338

Brief Description of Business

Type of Business Organization

☒ corporation ☐ limited partnership, already formed ☐ other (please specify):
☐ business trust ☐ limited partnership, to be formed

Month Year
Actual or Estimated Date of Incorporation or Organization: [0] 5 2000 ☒ Actual ☐ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [N] [V]

GENERAL INSTRUCTIONS**Federal:**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☒ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Delaney, Don

Business or Residence Address (Number and Street, City, State, Zip Code) 3201 PCH, Hermosa Bc
Ca. 90254 310-491-3445

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Schluter Mathew

Business or Residence Address (Number and Street, City, State, Zip Code) 3201 PCH, suite B400 Hermosa Beach, Ca. 90245, 310-491-3445

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Maus Michael

Business or Residence Address (Number and Street, City, State, Zip Code) 2535 Central Av NE
ph. 612-554-7834 Minianapolis, Mn. 55418

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Sebesta Kieth

Business or Residence Address (Number and Street, City, State, Zip Code) 1003 E. County Rd. C
ph. 651-765-0083 Maplewood, Mn. 55109

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Haeuser Rob

Business or Residence Address (Number and Street, City, State, Zip Code) 3212 Great Valley Dr.
ph. 512-249-8278 Cedar Park, Texas, 78613-5441

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Schluter , Louis

Business or Residence Address (Number and Street, City, State, Zip Code) 980 Carlton Dr.
ph. 310-491-3445 , St. Paul Mn., 55126

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual) Henderson , Jean

Business or Residence Address (Number and Street, City, State, Zip Code) 3201 PCH, Suite B400
Ph. 310-491-3445

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No
[] [x]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 15,000
one half unit

3. Does the offering permit joint ownership of a single unit?..... Yes No
[x] []

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) Delaney Don

Business or Residence Address (Number and Street, City, State, Zip Code) 3201 PCH, Suite B400
Hermosa Beach, CA. 90254

Name of Associated Broker or Dealer N/A

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) [x] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual) Schluter, Mathew

Business or Residence Address (Number and Street, City, State, Zip Code) 3201 PCH, Suite B400
Hermosa Bch, Ca. 90254

Name of Associated Broker or Dealer

N/a

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

Michael Maus

Business or Residence Address (Number and Street, City, State, Zip Code) 2535 Central Ave. NE
Minneapolis, MN. 55418

Name of Associated Broker or Dealer

n/a

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☒ All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box "and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ <u>n/a</u>	\$ <u>n/a</u>
Equity	\$ <u>4,455,000</u>	\$ <u>none</u>
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants)	\$ <u>none</u>	\$ <u>none</u>
Partnership Interests	\$ <u>none</u>	\$ <u>none</u>
Other (Specify _____).	\$ <u>none</u>	\$ <u>none</u>
Total	\$ <u>4,455,000</u>	\$ <u>none</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	<u>none</u>	<u>\$ none</u>
Non-accredited Investors	<u>none</u>	<u>\$ none</u>
Total (for filings under Rule 504 only)	<u>none</u>	<u>\$</u>
		<u>none</u>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505	<u>none</u>	<u>\$ none</u>
Regulation A	<u>none</u>	<u>\$ none</u>
Rule 504	<u>none</u>	<u>\$ none</u>
Total	<u>none</u>	<u>\$ none</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input type="checkbox"/> \$	<u>none</u>
Printing and Engraving Costs	<input type="checkbox"/> \$	<u>none</u>
Legal Fees	<input checked="" type="checkbox"/> \$	<u>25,000</u>
Accounting Fees	<input checked="" type="checkbox"/> \$	<u>10,000</u>
Engineering Fees	<input type="checkbox"/> \$	<u></u>
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$	<u>445,500</u>
Other Expenses (identify)	<input type="checkbox"/> \$	<u></u>
Total	<input checked="" type="checkbox"/> \$	<u>480,500</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ none

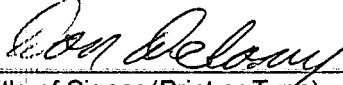
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input checked="" type="checkbox"/> \$	<input checked="" type="checkbox"/> \$
	<u>26,000</u>	<u>35,000</u>

Purchase of real estate	<input type="checkbox"/> none <input type="checkbox"/> none
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/> 125,000 <input type="checkbox"/> none
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> none <input type="checkbox"/> none
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/> none <input type="checkbox"/> none
Repayment of indebtedness	<input checked="" type="checkbox"/> 35,650 <input checked="" type="checkbox"/> 8,400
Working capital	<input checked="" type="checkbox"/> 445,000 <input type="checkbox"/> none
Other (specify):	<input type="checkbox"/> none <input type="checkbox"/> none
.....	<input type="checkbox"/> none <input type="checkbox"/> none
Column Totals	<input type="checkbox"/> none <input type="checkbox"/> none
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$ 614,050

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Don Delaney		10/20/2004
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Don Delaney	President and Chairman	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
☐ ☐

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.

3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Don Delaney	Signature <i>Don Delaney</i>	Date 10/20/2004
Name of Signer (Print or Type) Don Delaney	Title (Print or Type) President and Chairman	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL		x		none					x
AK		x		none					x
AZ		x		none					x
AR		x		none					x
CA		x		none					x
CO		x		none					x

x

	x		None						x
CT	x		none						x
DE	x		none						x
DC	x		none						x
FL	x		none						x
GA	x		none						x
HI	x		none						x
ID	x		none						x
IL	x		none						x
IN	x		none						x
IA	x		none						x
KS	x		none						x
KY	x		none						x
LA	x		none						x
ME	x		none						x
MD	x		none						x
MA	x		none						x
MI	x		none						x
MN	x		none						x
MS	x		none						x
MO	x		none						x
MT	x		none						x
NE	x		none						x
NV	x		none						x
NH	x		none						x
NJ	x		none						x
NM	x		none						x
NY	x		none						x
NC	x		none						x
ND	x		none						x
OH	x		none						x
OK	x		none						x
OR	x		none						x
PA	x		none						x
RI	x		none						x
SC	x		none						x
SD	x		none						x
TN	x		none						x
TX	x		none						x

		<		None					>
UT		x		none					x
VT		x		none					x
VA		x		none					x
WA		x		none					x
WV		x		none					x
WI		x		none					x
WY		x		none					x
PR		x		none					x

<http://www.sec.gov/divisions/corpfin/forms/d.htm>
 Last update: 08/27/1999

GLOBAL NET SYSTEMS, INC.

SUMMARY OF COMMON STOCK OFFERING

The Issuer:	Global Net Systems, Inc. (the "Company") is a Nevada corporation. The Company is a provider of software, computer equipment, systems integration and internet applications.
Location/Telephone	The Company's offices are located at 3201 Pacific Coast Highway, Suite B400, Hermosa Beach, CA 90254 and its telephone number is (310) 279-7156 and its fax number is (310) 491-3338. The books and records of the Company are located at its principal place of business.
Administration and Executive Officers	The day-to-day business affairs of the Company are administered by its officers, President and Secretary, Don Delaney; CEO, Louis Schlueter; CIO, Mathew Schlueter; CTO, Keith Sabesta; Vice President of Development, Rob Haeuser and CFO, Michael Maus. Jean Henderson is Treasurer. The officer's will be compensated at \$26,000 per year for operating expenses until the Company is profitable, then adjusted accordingly.
Directors	Don Delaney, Director and Chairman [53]; Mat Schlueter, Director Directors currently are not compensated for their services.
Current Capitalization	Common Stock Authorized: 75,000,000 shares Par Value: \$.001 per share. Common Stock Issued and Outstanding: 33,100,000 shares
Officers/Directors Ownership	Prior to the Offering the officers and directors of the Company own 100% of the issued and outstanding Common Stock of the Company.

The Offering

Securities

If fully subscribed, the Company will receive \$4,455,000 and Investors will receive 2,227,500 shares of common stock. The minimum an Investor can invest is \$15,000, which equals one Unit. The Company is offering a total of 297 Units, comprised of 7,500 number of shares of common stock, with each share having a price of \$ 2.00. Investment in the Units are subject to the Company's discretion, and the Company may accept subscriptions for one-half Units or to limit the number of Units purchased by an Investor.

Offering Period

The Offering Period begins on October 1, 2004, and will continue through December 29, 2004 (90 days from beginning of the offering)]. The Offering Period may be extended at the option of the Company for an additional 90 days.

Amount of Offering

All subscriptions will be held in a non-interest-bearing trust account by the Company, pending receipt of the Subscriptions for 50 Units. If and when Subscriptions for the minimum amount of the offering is achieved, the funds will be released from the trust account and deposited in the Company's bank account and the aggregate number of shares of stock will be promptly issued to each of the Investors (the "Date of Issuance"). Unless subscriptions for the minimum offering amount are received and accepted by the Company, no Units will be issued and all funds received from Investors will be promptly returned in full. The Offering Period will terminate at the earlier of, (i) when the Company has accepted Subscriptions for the minimum amount of the Offering or (ii) the end of the Offering Period, unless, the Company, in its sole discretion, extends the Offering Period for an additional 90 days.

Minimum Offering Unit Purchase

The minimum purchase is a Unit of 7,500 Shares for \$15,000, subject to the Company's discretion to accept subscription for one-half Units or to limit the number of Units purchased by an Investor. The minimum amount to be sold is \$450,000 or 30 Units before funds will be released.

Maximum Offering

The maximum amount to be sold is \$4,455,000 or 297 Units.

**Aggregate Number
of Shares Offered:**

Minimum of 375,000 shares
Maximum of 2,227,500 shares

Voting Rights:

The Investors in the Units will hold voting Common Stock which will entitle Investors to vote on a one share, one vote basis.

**Plan of
Distribution**

The Common Stock is being offered on a best efforts basis, by certain affiliates of the Company. The Company reserves the right to offer all or a portion of the shares through registered broker/dealers. The Company reserves the right to pay broker commissions up to 10% of the monies raised.

Use of Proceeds

Assuming all Units are sold, the \$4,455,000 in proceeds of this Offering will be used for: \$754,150 for technology expenses (hardware, software, web system development), \$804,291 for administrative expenses (rent, insurance, legal, personnel), \$299,375 for marketing and sales expenses. The Company will also incur approximately \$10,000 in expenses for this Offering, including all legal and accounting fees, printing costs, plus approximately \$360,000 in brokerage fees, assuming brokers are utilized to sell all or a portion of the Offering. The remainder of the proceeds, if any, will be used for working capital.

**Capitalization
After Offering**
Mini
Maxi

Officers/Directors % of Ownership	Investors % of Ownership
98.9%	1.12%
86.69%	13.31%

Restrictions on Resale

The Common Stock has not been registered under the Act or any state securities laws and may not be offered or sold unless so registered or pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

Risk Factors

An investment in the Units of Securities involves a high degree of risk and substantial immediate dilution of the value of the investment. The Units are suitable only for Accredited Investors of substantial means who can afford to lose all of their investment.

No Public Market

There is no public market for these Securities, nor is one expected to develop.

Underwriting

The Company reserves the right to pay commission up to 10% of the amount of money raised as underwriting fees to brokers.